

**IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

IN RE: DEALER MANAGEMENT  
SYSTEMS ANTITRUST LITIGATION

This Document Relates To:

THE DEALERSHIP CLASS ACTION

MDL No. 2817

Case No. 18-cv-00864

Honorable Robert M. Dow, Jr.

Magistrate Judge Jeffrey T. Gilbert

**STIPULATION REGARDING AMENDMENT TO DEALERSHIP COUNTER-  
DEFENDANTS' ANSWER AND AFFIRMATIVE AND ADDITIONAL DEFENSES**

Pursuant to Fed. R. Civ. P. 15(a)(2), it is hereby stipulated and agreed, by and among the parties, through their undersigned counsel, as follows:

1. Dealership Counter-Defendants' Answer and Affirmative and Additional Defenses to Counter-Plaintiff CDK Global LLC's Counterclaims (ECF No. 765) is hereby amended *instanter* to include the following Twenty-Fourth Defense:

CDK's counterclaims are barred in whole or in part to the extent they seek damages duplicative of the value of consideration CDK has received or will receive in settlements with or judgments against other parties in this MDL litigation. Dealership Counter-Defendants are entitled to offsets and/or setoffs on account of consideration obtained by CDK through its settlements with other parties in this MDL litigation, including, without limitation (i) Authenticom, Inc., and (ii) Cox Automotive, Inc., Autotrader.com, Inc., Dealer Dot Com, Inc., Dealertrack, Inc., HomeNet, Inc., Kelley Bluebook, Co., Inc., vAuto, Inc., VinSolutions, Inc., and Xtime, Inc.

2. Dealership Counter-Defendants' Amended Answer and Affirmative and Additional Defenses to Counter-Plaintiff CDK Global LLC's Counterclaims, reflecting the Twenty-Fourth Defense, and redlined against ECF No. 765, is attached hereto as Exhibit A.

3. Except as described in Paragraph 4 below, no party will rely on the Twenty-Fourth Defense as a basis to reopen discovery, seek additional briefing on any pending motion

(including the parties' respective motions for summary judgment), or seek any modification of the current pretrial schedule.

4. If CDK obtains a verdict in its favor on any counterclaim against the Dealership Counter-Defendants, then, prior to entry of judgment, CDK will produce to the Dealership Plaintiffs copies of its confidential settlement agreements with Cox Automotive, Inc. and Authenticom, Inc. ("Settlement Agreements").

5. If produced, the Settlement Agreements will be designated as "Highly Confidential" pursuant to the Protective Order.

6. Plaintiffs represent that they have received, from both Cox Automotive, Inc. (on behalf of itself and its related entities) and from Authenticom, Inc., written authorization for CDK to produce the Settlement Agreements to Dealership Plaintiffs subject to the restrictions of this stipulation.

7. If CDK does not prevail on its counterclaims and/or is awarded zero damages in relation to its counterclaims, then CDK will have no obligation to produce any of the Settlement Agreements.

STIPULATED AND AGREED:

/s/ Peggy J. Wedgworth

Peggy J. Wedgworth (*pro hac vice*)  
Elizabeth McKenna (*pro hac vice*)  
**MILBERG PHILLIPS GROSSMAN LLP**  
100 Garden City Plaza, Suite 500  
Garden City, New York 11530  
Tel: (212) 594-5300  
Fax: (212) 868-1229  
pwedgworth@milberg.com  
emckenna@milberg.com

*Interim Lead Counsel for the Dealership Class*

/s/ Britt M. Miller

Britt M. Miller  
Matthew D. Provance  
**MAYER BROWN LLP**  
71 South Wacker Drive  
Chicago, Illinois 60606  
Tel: (312) 782-0600  
bmiller@mayerbrown.com  
mprovance@mayerbrown.com

*Counsel for Defendant CDK Global, LLC*

Leonard A. Bellavia (*pro hac vice*)  
**BELLAVIA BLATT, PC**  
200 Old Country Road, Suite 400  
Mineola, New York 11501  
Tel: (516) 873-3000  
Fax: (516) 873-9032  
lbellavia@dealerlaw.com

***Dealership Class Plaintiffs' Steering Committee***

Daniel C. Hedlund (*pro hac vice*)  
Michelle J. Looby (*pro hac vice*)  
**GUSTAFSON GLUEK PLLC**  
Canadian Pacific Plaza  
120 South Sixth Street, Suite 2600  
Minneapolis, Minnesota 55402  
Tel: (612) 333-8844  
Fax: (612) 339-6622  
dhedlund@gustafsongluek.com  
mllooby@gustafsongluek.com

***Dealership Class Plaintiffs' Steering Committee***

James E. Barz  
Frank Richter  
**ROBBINS GELLER RUDMAN & DOWD  
LLP**  
200 South Wacker Drive, 31<sup>st</sup> Floor  
Chicago, Illinois 60606  
Tel: (312) 674-4674  
Fax: (312) 674-4676  
jbarz@rgrdlaw.com  
frichter@rgrdlaw.com

***Dealership Class Plaintiffs' Steering Committee***

Robert A. Clifford  
**CLFFORD LAW OFFICES, P.C.**  
120 N. LaSalle Street, 31st Floor  
Chicago, Illinois 60602  
Tel: (312) 899-9090  
Fax: (312) 251-1160  
RAC@cliffordlaw.com

***MDL Liaison Counsel***

DATED: December 9, 2020

SO ORDERED:

---

Hon. Robert M. Dow, Jr.  
UNITED STATES DISTRICT COURT JUDGE

**CERTIFICATE OF SERVICE**

I, Peggy J. Wedgworth, an attorney, hereby certify that on December 9, 2020, I caused a true and correct copy of the foregoing STIPULATION REGARDING AMENDMENT TO DEALERSHIP COUNTER-DEFENDANTS' ANSWER AND AFFIRMATIVE AND ADDITIONAL DEFENSES to be filed and served electronically via the Court's CM/ECF system. Notice of this filing will be sent by e-mail to all parties by operation of the Court's electronic filing system or by mail to anyone unable to accept electronic filing as indicated on the Notice of Electronic Filing. Parties may access this filing through the Court's CM/ECF System.

/s/ Peggy J. Wedgworth

Peggy J. Wedgworth